

P. 96000006935

JANUARY 12, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

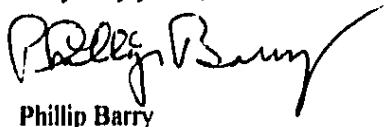
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*****70.00 *****70.00

RE: ATA KARAOKE, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 70.00. This check represents the cost of the filing fees.

Very truly yours,



Phillip Barry

MAILING ADDRESS OF CORPORATION:

ATA KARAOKE, INC.
5835 MEMORIAL HIGHWAY
TAMPA, FLORIDA 33615

FILED
96 JAN 18 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

of
ATA KARAOKE, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

FILED
96 JAN 18 PM 12:27
CLERK OF THE STATE
TAMPA, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is: ATA KARAOKE, INC.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar(s) (\$1.00) par value Common Stock, which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

PHILLIP BARRY
5835 MEMORIAL HIGHWAY
TAMPA, FLORIDA 33615

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

PHILLIP BARRY
5835 MEMORIAL HIGHWAY
TAMPA, FLORIDA 33615

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

**PHILLIP BARRY
5835 MEMORIAL HIGHWAY
TAMPA, FLORIDA 33615**

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12th day of January 1996.

Phillip Barry (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA)

SS

COUNTY OF HILLSBOROUGH)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared PHILLIP BARRY, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 12th day of January 1996.

Kelvin N. Flores

(Notary Seal)

(Notary Public, State of Florida at Large)

My Commission expires:



ACKNOWLEDGED BY PHILLIP BARRY
1-12-96
WHO IS PERSONALLY KNOWN TO ME
OR WHO HAS PRODUCED FOR
TB600660480030 AS ID
Kelvin N. Flores NOTARY PUBLIC

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
ATA KARAOKE, INC.**

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

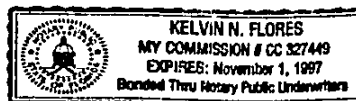
The above corporation, desiring to organize under the laws of the State of Florida with its registered as indicated in the Articles of Incorporation at 5835 MEMORIAL HIGHWAY, TAMPA, FLORIDA 33615 has named PHILLIP BARRY located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Phillip Barry

(registered agent)



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THE FOREGOING INSTRUMENT WAS
ACKNOWLEDGED BEFORE ME THIS
1-12-96 BY PHILLIP Barry
WHO IS PERSONALLY KNOWN TO ME
OR WHO HAS PRODUCED FL DL
216066048 0080 AS TO
Kelvin N. Flores NOTARY PUBLIC

FILED
96 JAN 18 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA